

FORM B1		United States Bankruptcy Court Southern District of New York		Voluntary Petition																								
Name of Debtor (if individual, enter Last, First, Middle): Times Square Enterprises, LLC			Name of Joint Debtor (Spouse) (Last, First, Middle):																									
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names):			All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):																									
Last four digits of Soc. Sec. No. / Complete EIN or other Tax I.D. No. (if more than one, state all): 02-0566982			Last four digits of Soc. Sec. No. / Complete EIN or other Tax I.D. No. (if more than one, state all):																									
Street Address of Debtor (No. & Street, City, State & Zip Code): 210 West 42nd Street New York, NY 10022			Street Address of Joint Debtor (No. & Street, City, State & Zip Code):																									
County of Residence or of the Principal Place of Business: New York			County of Residence or of the Principal Place of Business:																									
Mailing Address of Debtor (if different from street address):			Mailing Address of Joint Debtor (if different from street address):																									
Location of Principal Assets of Business Debtor (if different from street address above):																												
Information Regarding the Debtor (Check the Applicable Boxes)																												
Venue (Check any applicable box) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.																												
Type of Debtor (Check all boxes that apply) <input type="checkbox"/> Individual(s) <input type="checkbox"/> Railroad <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Stockbroker <input type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Other _____ <input type="checkbox"/> Clearing Bank			Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Sec. 304 - Case ancillary to foreign proceeding																									
Nature of Debts (Check one box) <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business			Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only.) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.																									
Chapter 11 Small Business (Check all boxes that apply) <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101 <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)																												
Statistical/Administrative Information (Estimates only) <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY																							
<table style="width: 100%; border-collapse: collapse;"> <tr> <th style="text-align: left;">Estimated Number of Creditors</th> <th>1-15</th> <th>16-49</th> <th>50-99</th> <th>100-199</th> <th>200-999</th> <th>1000-over</th> </tr> <tr> <td></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>						Estimated Number of Creditors	1-15	16-49	50-99	100-199	200-999	1000-over		<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>									
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<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>																					

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

FORM B1, Page 2

Times Square Enterprises, LLC**Prior Bankruptcy Case Filed Within Last 6 Years** (If more than one, attach additional sheet)

Location

Where Filed: **- None -**

Case Number:

Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor:

- None -

Case Number:

Date Filed:

District:

Relationship:

Judge:

Signatures**Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X

Signature of Debtor

X

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney**X****/s/ Abraham Backenroth 1989**

Signature of Attorney for Debtor(s)

Abraham Backenroth 1989

Printed Name of Attorney for Debtor(s)

Backenroth Frankel & Krinsky, LLP

Firm Name

489 Fifth Avenue**28th Floor****New York, NY 10017**

Address

Email: **abackenroth@bflaw.com****212-593-1100 Fax: 212-644-0544**

Telephone Number

August 15, 2005

Date

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X**/s/ Helen Lucas Liftig**

Signature of Authorized Individual

Helen Lucas Liftig

Printed Name of Authorized Individual

Managing Member

Title of Authorized Individual

August 15, 2005

Date

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)

☐ Exhibit A is attached and made a part of this petition.**Exhibit B**

(To be completed if debtor is an individual whose debts are primarily consumer debts)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.

X

Signature of Attorney for Debtor(s)

Date

Exhibit C

Does the debtor own or have possession of any property that poses a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.☒ No**Signature of Non-Attorney Petition Preparer**

I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.

Printed Name of Bankruptcy Petition Preparer

Social Security Number (Required by 11 U.S.C. § 110(c).)

Address

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

X

Signature of Bankruptcy Petition Preparer

Date

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

United States Bankruptcy Court
Southern District of New York

In re Times Square Enterprises, LLC

Debtor(s)

Case No.

Chapter

11**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, or disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
Advance Me 245 Town Park Dr Ste 400 Kennesaw, GA 30144	Aaron Martin Advance Me 245 Town Park Dr Ste 400 Kennesaw, GA 30144 (888) 700-8181	Loan		94,715.00
Atlas Acon 283 Hudson New York, NY 10013	Bill Kramer Atlas Acon 283 Hudson New York, NY 10013 (212) 741-0600	Electircal Work	Unliquidated	80,000.00
Binky Beer on Broadway LLC Paul Hoffman Jr 56 Harrison St New Rochelle, NY 10801	Paul Hoffman, Jr Binky Bun on Broadway LLC 56 Harrison St New Rochelle, NY 10801 (914) 235-6400	Loan		100,000.00
Boston Properties LP 599 Lexington Avenue New York, NY 10022	Boston Properties LP 599 Lexington Avenue New York, NY 10022	Rent	Unliquidated	250,000.00
Capri Construction c/o John Capri 5 Pound Hollow Rd Glen Head, NY 11545	John Capri Capri Construction 58 School St Glen Cove, NY 11542	Construction	Unliquidated	170,000.00
Center Street Systems Inc. c/o Mark E Tulip Brooklyn, NY 11201	Mark Tulip Center Street Systems Inc. c/o Mark E Tulip Brooklyn, NY 11201 (718) 624-5521	Construction	Unliquidated Disputed	70,000.00
City of New York NYC Law Department 100 Church St New York, NY 10007	City of New York NYC Law Department 100 Church St New York, NY 10007	Commercial Rent Tax		57,223.00
City of New York NYC Law Department 100 Church St New York, NY 10007	City of New York NYC Law Department 100 Church St New York, NY 10007	Sales Tax	Unliquidated	170,348.00
Denton, Harold General Land 2 Research Way Princeton, NJ 08540	Denton, Harold General Land 2 Research Way Princeton, NJ 08540			50,000.00
Donno, Robert 69 Grist Mill Lane Manhasset, NY 11030	Donno, Robert 69 Grist Mill Lane Manhasset, NY 11030	Loan		100,000.00

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

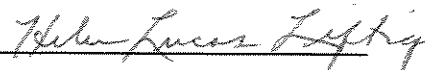
Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, or disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
Faddis, Frank 6701 Pensacola Blvd Pensacola, FL 32505	Faddis, Frank 6701 Pensacola Blvd Pensacola, FL 32505	Loan		100,000.00
Irving Haase & Co 108-13 53 Ave East Elmhurst, NY 11369	Tony Marsanico Irving Haase & Co 108-13 53 Ave East Elmhurst, NY 11369 (718) 271-4100	Construction	Unliquidated	92,237.00
Lappin, Dorothy 150 Bradley Pl Palm Beach, FL 33480	Lappin, Dorothy 150 Bradley Pl Palm Beach, FL 33480			50,000.00
Lauster & Radu 104 West 27 Street New York, NY 10001	Mihai Radu Lauster & Radu 104 West 27 Street New York, NY 10001 (212) 691-1171		Unliquidated	130,000.00
Stareshefsky, Joseph 22 Scher Pl Passaic, NJ 07055	Stareshefsky, Joseph 22 Scher Pl Passaic, NJ 07055	Loan		200,000.00
Sylvan, Rosa 44 Coconut Row Palm Beach, FL 33480	Sylvan, Rosa 44 Coconut Row Palm Beach, FL 33480	Loan		150,000.00
Total Dollar Insurance 325 Lexington Ave New York, NY 10016	Total Dollar Insurance 325 Lexington Ave New York, NY 10016 (212) 689-4477	Insurance		79,873.00
Total Dollar Management Effort c/o Arther Burhr 325 Lexington Ave New York, NY 10016	Arther Burhr Total Dollar Management Effort 325 Lexington Ave New York, NY 10016 (212) 689-4477	Loan		150,000.00
Weiss, Leonard 481 Greenbriar Ct Roslyn, NY 11576	Weiss, Leonard 481 Greenbriar Ct Roslyn, NY 11576	Loan		50,000.00
Wong, Ronald 30 Waterside Plaza New York, NY 10010	Wong, Ronald 30 Waterside Plaza New York, NY 10010	Loan		50,000.00

DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

I declare under penalty of perjury that I have read the foregoing List of Creditors Holding 20 Largest Unsecured Claims and that it is true and correct to the best of my information and belief.

Date August 15, 2005

Signature /s/ Helen Lucas Liftig
Helen Lucas Liftig
Managing Member



Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

In re **Times Square Enterprises, LLC**

Case No. _____

Debtor

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests. List creditors in alphabetical order to the extent practicable. If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION IF ANY
Account No.			Computer Equipment					
GE Capital Business Solutions 3000 Lakeside Dr Ste 200N Deerfield, IL 60015	-				X			
			Value \$ Unknown				Unknown	Unknown
Account No.			Personal Property					
IGT Services Inc 600 NE 36 St Miami, FL 33137	-				X			
			Value \$ 2,000,000.00				25,000.00	0.00
Account No.			All personal property					
North Fork Bank 404 5th Ave New York, NY 10018	-				X			
			Value \$ 2,000,000.00				535,000.00	0.00
Account No.			Personal Property					
Rewards Network Establishment Services Inc 290 Park Ave New York, NY 10010	-				X			
			Value \$ 2,000,000.00				198,212.00	0.00
Subtotal (Total of this page)							758,212.00	

1 continuation sheets attached

In re **Times Square Enterprises, LLC**

Case No. _____

Debtor

SCHEDULE D. CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E D E B I T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION IF ANY
Account No.			Tax Lien					
State of New York Attorney General's Office 120 Broadway New York, NY 10271	-		Personal Property		X			
			Value \$ 2,000,000.00				123,000.00	0.00
Account No.			Personal Property					
Supply Services PO Box 2028 Woodstock, GA 30188	-				X			
			Value \$ 2,000,000.00				0.00	0.00
Account No.			Computer Equipment					
Wizard Leasing, Inc. 59 Deep Woods Way Ormond Beach, FL 32174	-				X			
			Value \$ Unknown				Unknown	Unknown
Account No.								
			Value \$					
Account No.								
			Value \$					

Sheet **1** of **1** continuation sheets attached to
Schedule of Creditors Holding Secured Claims

Subtotal
(Total of this page)

123,000.00

Total
(Report on Summary of Schedules)

881,212.00

**United States Bankruptcy Court
Southern District of New York**

In re Times Square Enterprises, LLC

Debtor(s)

Case No. _____

Chapter 11

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Bankruptcy Rule 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept.....	\$	<u>25,000.00</u>
Prior to the filing of this statement I have received.....	\$	<u>25,000.00</u>
Balance Due.....	\$	<u>0.00</u>

2. The source of the compensation paid to me was:

☒ Debtor ☐ Other (specify):

3. The source of compensation to be paid to me is:

☒ Debtor ☐ Other (specify):

4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

☐ I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. Representation of the debtor in adversary proceedings and other contested bankruptcy matters;
- e. [Other provisions as needed]

6. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

Fee is a retainer only. The Debtor is responsible for additional fees after retainer has been exhausted.

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

Dated: August 15, 2005

/s/ Abraham Backenroth 1989

**Abraham Backenroth 1989
Backenroth Frankel & Krinsky, LLP
489 Fifth Avenue
28th Floor
New York, NY 10017
212-593-1100 Fax: 212-644-0544
abackenroth@bfklaw.com**

**United States Bankruptcy Court
Southern District of New York**

In re Times Square Enterprises, LLC

Debtor

Case No. _____

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Albert John Cass Jr. 19 Pembroke Rad Summit, NJ 07901			.50 unit
Albert Notarnicola 93 Lawrence Park Crescent Bronxville, NY 10708			.75 unit
Alex Natiku & Russell McAfee 63-12 75th Street Middle Village, NY 11379			1 unit
Alexis Shein 7 Gramercy Park Apt 2C New York, NY 10003			.50 unit
Ann La Centra 70-25 Yellowstone Blvd Forest Hills, NY 11375			.25 unit
Ann M. Gross 52-30 39th Drive Woodside, NY 11377			.50 unit
Arthur and Claire Buhr 51 Kensett Road Manhasset, NY 11030			2 units
Arthur and Jo Ann Hansen 198 Lafayette Avenue Chatham, NJ 07928			.50 unit
Arthur D. Kramer 235 East 46th Street #6D New York, NY 10017			.25 unit
Beth and Warren Schneider 118 Busteed Drive Midland Park, NJ 07432			.50 unit
Beula Steinberg 150 East 69th Street New York, NY 10021			.50 unit

In re Times Square Enterprises, LLC

Case No. _____

Debtor

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Beverly Lidstrom 106 Topstone Road Redding, CT 06896			1 unit
Cappy Hanlan 1 Shore Drive Edgewater, NJ 07020			.25 unit
Charles and Ann Hoffman 26 Eden Hill Road Newtown, CT 06470			1 unit
Charles and Thorunn Faddis 314 Andrew Jackson Trail Gulf Breeze, FL 32561			1 unit
Charles M. Bowden 370 West 30th Street 11D New York, NY 10001			2 units
Christine Smith-Notarnicola 93 Lawrence Park Crescent Bronxville, NY 10708			.50 unit
Claire Buhr 51 Kensett Road Manhasset, NY 11030			1 unit
Daniel Compain 71 Glenwood Road Ridgewood, NJ 07450			.50 unit
David A. Kriegel 300 East 85th Street New York, NY 10028			1 unit
David and Sarah Kowitz 44 Wood Road Bedford Hills, NY 10507			1 unit
David W. Hansen P O Box 283 Chatham, NJ 07928			.50 unit
Diana R. Oreck 620 Peachtree Street N E Apt 10004 Atlanta, GA 30308			.50 unit

In re Times Square Enterprises, LLC

Case No. _____

Debtor

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Diane L. Saslow 690 Pennsylvania St #4 Denver, CO 80203			.50 unit
Doris Ornstein 300 Winston Drive Apt 2522 Cliffside Park, NJ 07010			.50 unit
Dorothy L. Lappin 150 Bradley Place N. Apt 301 Palm Beach, FL 33480			1.50 units
Edward B. Assaf 51 Roydon Drive E. Merrick, NY 11566			1.0 unit
Edward V. Vrona Jr. 7 Oswego Avenue Long Beach, NY 11561			2 units
Eileen Colonna 1011 Abbott Blvd Fort Lee, NJ 07024			.75 unit
Elizabeth Martinez 22 Porchuck Road Greenwich, CT 06830			1 unit
Enid and Bernard Englehard 440 East 57th Street Apt 18B New York, NY 10022			.50 unit
Eric Anderson 16 B Forrest Drive Springfield, NJ 07081			.25 unit
Fred and Susan Catalano 8 Elvira Court Huntington, NY 11743			2 units
Frederica Kadden 500 East Shore Road Great Neck, NY 11024			.50 unit
Gayle Baron 4 East 88th Street #6A New York, NY 10128			1 unit

In re Times Square Enterprises, LLC

Case No. _____

Debtor

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Grace E. Richardson 180 East 79th Street Apt 14D New York, NY 10021			1 unit
Gwen M. Engelhard 85 East End Avenue Apt 11 C New York, NY 10028			1 unit
Helen Lucas Liftig 465 Park Avenue New York, NY 10022			1 unit
Helen Ross 45 Otter Creek Road Skillman, NJ 08558			.50 unit
Henry E. Goodhue 66 South Street Red Bank, NJ 07701			1 unit
Hillary E. Matza 2939 Ocean Avenue Apt 3F Brooklyn, NY 11235			.50 unit
Ira J. Greenblatt 425 East 58th Street Apt 40G New York, NY 10022			.50 unit
Israel and Miriam Suss 387 Grand Street New York, NY 10002			2 units
J. Blake O'Dowd 37 Edgewood Road Summit, NJ 07901			.50 unit
James R. Agressi 284 Cedar Court Wyckoff, NJ 07481			.50 unit
Jeffrey Ornstein 831 S E 4th Avenue Pompano Beach, FL 33060			.50 unit
Jerry Harnick 9 Walnut Hollow Lane Lincroft, NJ 07738			.50 unit

In re Times Square Enterprises, LLC

Case No. _____

Debtor

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Jo Berinoto 70-25 Yellowstone Blvd. Forest Hills, NY 11375			.25 unit
John A. Mattaliano 8 Jamestown Pass Colts Neck, NJ 07722			1 unit
John Capri 5 Pound Hollow Glen Head, NY 11545			.50 unit
John Capri 5 Pound Hollow Glen Head, NY 11545			1 unit
John M. Downing Jr. 135 Parkside Drive Box 786 Point Lookout, NY 11569			.50 unit
John M. Downing Sr. 1049 Park Avenue New York, NY 10028			1 unit
John R. Anderson 228 Barnstable Drive Wyckoff, NJ 07481			.50 unit
John Vondracek 21 West Street Apt 12J New York, NY 10006			.50 unit
Joseph Fierstein 51 Diana's Trail Roslyn, NY 11576			1 unit
Joshua Amini 35 Greenway North Forest Hills, NY 11375			1 unit
Julian Herskowitz Terrap Psychological Assoc 775 Park Ave Suite 155 Huntington, NY 11743			.50 unit
Lawrence R. Brenner 300 East 71st Street New York, NY 10021			.75 unit

In re **Times Square Enterprises, LLC**

Case No. _____

Debtor

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Leandro A. Vaysman 40 East 9th Street Apt 6 H New York, NY 10003			1 unit
Leila Tadros 407 A Douglas Street San Francisco, CA 94114			.25 unit
Leonard and Marcia Weiss 481 Greenbriar Court North Hills, NY 11576			2 units
Linda Stryker 300 Mercer Street Apt 19F New York, NY 10003			.50 unit
Lois M. Carrollton 4335 Los Padres Drive Fallbrook, CA 92028			.50 unit
Louis and Wanda Nardolillo 170 Woodside Lane PO Box 78 Laurel, NY 11948			1 unit
Lucille Brown 16 Quail Hollow Lane West Nyack, NY 10994			2 units
Magdy A. Tadros 6020 Boulevard East Apt 5 West New York, NJ 07093			.25 unit
Mandell and Juliet Dalis 25 Barkers Point Road Port Washington, NY 11050			1 unit
Maria Milito 407 Park Avenue South Apt 8 A New York, NY 10016			.5 unit
Martha Ann Schneider 3917 Fairfax Avenue Dallas, TX 75209			.25 unit
Martin H. Bauman 12 East Road Port Washington, NY 11050			1 unit

In re Times Square Enterprises, LLC

Case No. _____

Debtor

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Michael and Estelle Sotirhos 1800 S Ocean Blvd Apt 1310 Lauderdale by the Sea, FL 33062			1 unit
Michael and Sarah Conway 251 Central Park West #6C New York, NY 10024			1 unit
Michael Lawrence 6 Fairview Road Massapequa, NY 11758			.75 unit
Mriam R. Shubert 6375 Pebble Creek Way Boynton Beach, FL 33437			1 unit
Pat LaFontaine 3 Beach Drive Huntington, NY 11743			2 units
Paul Hoffman Jr. Binky Beer on Broadway LLC 56 Harrison Street New Rochelle, NY 10801			3 units
Peter Kramer 333 East 23rd Street Apt 10HH New York, NY 10010			1 unit
Priscilla Sprung 133 East 17th Street New York, NY 10003			.25 unit
Renne and Jose Cardoso 7 Shore Road Edgewater, NJ 07020			.50 unit
Richard A. Smith 24 Mountain Avenue Summit, NJ 07901			.50 unit
Richard Carte 1702 Adros Isle Drive Pompano Beach, FL 33063			.5 unit
Robert Donno 69 Grist Mill Lane Manhasset, NY 11030			1 unit

In re **Times Square Enterprises, LLC**

Case No. _____

Debtor

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Robert H. Schaffer 30 Oak Street Stamford, CT 06905			1 unit
Robert L. Skinner Twenty One East Victoria Invst 21 East Victoria St Ste 200 Santa Barbara, CA 93101			3 units
Roger Whitehouse Whitehouse & Company 18 East 16th Street, 7th Floor New York, NY 10003			.50 unit
Ronald S. Rosbruch Strategies for Wealth 140 Broadway New York, NY 10005			.50 unit
Ronald Wong 30 Waterside Plaza 20F New York, NY 10010			2 units
Rony Kessler 180 Hilton Avenue Apt A1 Hempstead, NY 11550			1 unit
Rosa Sylvan 44 Coconut Row (B515) Palm Beach, FL 33480			3 units
Rosalia DiStefano 85 Cuba Avenue Staten Island, NY 10306			.5 unit
Royce and Diane Graham 401 East 34th Street Apt S19H New York, NY 10016			.50 unit
Scott W. Gammon 1005 Bay Avenue Mattituck, NY 11952			.5 unit
Stanley K. Fass 7 Gramercy Park West #6B New York, NY 10003			.50 unit

In re **Times Square Enterprises, LLC**

Case No. _____

Debtor

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Stanley Katz 10 Bonnie Drive Northport, NY 11768			1 unit
Stephen and Michele Hoey 4 Bay Path Court Huntington, NY 11743			.50 unit
Stephen and Sheila Cohen 121 Windsor Gate Drive New Hyde Park, NY 11040			.5 unit
Stephen Bronstein 139 Reade Street Apt 3B New York, NY 10013			.75 unit
Stephen P. August 16 Lincoln Street New Haven, CT 06511			.50 unit
Steve Capri 2 Beechwood Drive Glen Head, NY 11545			.50 unit
Steven E. Shulem Strickly Vacations 108 West Mission Street Santa Barbara, CA 93101			.50 unit
Steven L. Yurman Glove Chemical Company 18 Fairview Farm Road Redding, CT 06896			1.50 units
Theodore and Marianne Hovivian 515 East 79th Street Apt 30E New York, NY 10021			1 unit
Thomas A. Bobinski 1 Grafton Court Hillsborough, NJ 08844			.50 unit
Thomas and Linda Smith 370 Dillon Lane Swansea, MA 02777			2 units
Trinidad Alonso 234 East 78th Street Apt 1 D New York, NY 10021			2 units

In re **Times Square Enterprises, LLC**

Case No. _____

Debtor

LIST OF EQUITY SECURITY HOLDERS
(Continuation Sheet)

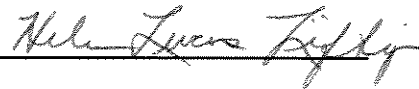
Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Trust Company of America FBO John A. Bobinski 7103 S. Revere Englewood, CO 80112			2 units
William S. Saslow Saslow Management 1444 Wazee Street Suite 220 Denver, CO 80202			.50 unit

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Managing Member of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **August 15, 2005**

Signature /s/ Helen Lucas Liftig
Helen Lucas Liftig
Managing Member



Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.

**United States Bankruptcy Court
Southern District of New York**

In re **Times Square Enterprises, LLC**

Debtor(s)

Case No. _____
Chapter

11

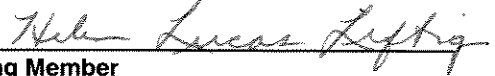
VERIFICATION OF CREDITOR MATRIX

I, the Managing Member of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **August 15, 2005**

/s/ Helen Lucas Liftig

Helen Lucas Liftig/Managing Member
Signer/Title



Advance Me
245 Town Park Dr Ste 400
Kennesaw, GA 30144

AFI Foods
1 Ikea Dr
Elizabeth, NJ 07207

Atlas Acon
283 Hudson
New York, NY 10013

Aureala Construction
78 14th St
Brooklyn, NY 11215

Backenroth Frankel & Krinsky
489 Fifth Avenue
New York, NY 10017

Baybrent Tile
1637 Sycamore Ave
Bohemia, NY 11716

Berton Waterproofing
7 Kirk Ave
Ronkonkoma, NY 11779

Binky Beer on Broadway LLC
Paul Hoffman Jr
56 Harrison St
New Rochelle, NY 10801

Boston Properties LP
599 Lexington Avenue
New York, NY 10022

Burgess Steel
200 W Forest Ave
Englewood, NJ 07631

Capri Construction
c/o John Capri
5 Pound Hollow Rd
Glen Head, NY 11545

Capri, John
5 Pond Hollow Rd
Glen Head, NY 11545

Capri, Steve
2 Beecwood Dr
Glen Head, NY 11545

Center Street Systems Inc.
c/o Mark E Tulip
Brooklyn, NY 11201

Cherokee Architectural Metals
1100 E Houston st
Broken Arrow, OK 74012

City of New York
NYC Law Department
100 Church St
New York, NY 10007

Con Edison
Jaf Station
POB 1702
New York, NY 10116

Dees Associated
60-41 56th Rd
Maspeth, NY 11378

Denton, Harold
General Land
2 Research Way
Princeton, NJ 08540

Donno, Robert
69 Grist Mill Lane
Manhasset, NY 11030

Eisman Levine Lehraupt
845 THIRD AVENUE
New York, NY 10022

Faddis, Frank
6701 Pensacola Blvd
Pensacola, FL 32505

GE Capital Business Solutions
3000 Lakeside Dr Ste 200N
Deerfield, IL 60015

GFC Lighting
10 Esquire rd
New City, NY 10956

Helen Lucas Liftig
465 Park Ave
New York, NY 10022

Henick Lane
42-22 9th Ave
Long Island City, NY 11101

IGT Services Inc
600 NE 36 St
Miami, FL 33137

Irving Haase & Co
108-13 53 Ave
East Elmhurst, NY 11369

Jerome S Gillman Architects
40 Worth St
New York, NY 10013

Joel Popkin & Co.
1430 Broadway
New York, NY 10018

Knickerbocker Meat
451 Stevens Ave
Ridgewood, NJ 07450

KP Organization
1850 Pond Rd
Ronkonkoma, NY 11779

Krestwood Installers
62 timber Ridge Rd
Holtsville, NY 11742

Landmark Sign Co
1600 Broadway
New York, NY 10019

Lappin, Dorothy
150 Bradley Pl
Palm Beach, FL 33480

Lauster & Radu
104 West 27 Street
New York, NY 10001

Long Island Landscape
37 Summit
Sea Cliff, NY 11579

Martin Meltzer
Belkin Burdern Wenig & Goldman
270 Madison Ave
New York, NY 10016

Mattaliano, John
12152 Siesta Dr.
Fort Myers Beach, FL 33931

MMD Group
56 Morningside Dr
Croton On Hudson, NY 10520

Nassau Suffolk Lumber
1 Station Plaza
Locust Valley, NY 11560

North Fork Bank
404 5th Ave
New York, NY 10018

North Fork Bank
9025 Route 25
Mattituck, NY 11952

Restoration Experts
205 Ronkonkoma ave
Ronkonkoma, NY 11779

Rewards Network Establishment
Services Inc
290 Park Ave
New York, NY 10010

Rialto Furniture
150 North St
Brooklyn, NY 11211

Riviera Produce
205 Jackson St
Englewood, NJ 07631

Robinson Brog Leinwand et al
1345 6th Ave
New York, NY 10105

Stareshefsky, Joseph
22 Scher Pl
Passaic, NJ 07055

State of New York
Attorney General's Office
120 Broadway
New York, NY 10271

Steve Capri PE
2 Beechwood Dr
Glen Head, NY 11545

Superior Concrete
753 Franklin Ave
Franklin Square, NY 11010

Superior Consulting
Building 62
Brooklyn Navy Yard
Brooklyn, NY 11205

Supply Services
PO Box 2028
Woodstock, GA 30188

Sylvan, Rosa
44 Coconut Row
Palm Beach, FL 33480

ThyssenKrupp Elevator
494 8th Ave 11th fl
New York, NY 10001

Time Warner Cable
41-61 Kissena Blvd
Flushing, NY 11355

Total Dollar Insurance
325 Lexington Ave
New York, NY 10016

Total Dollar Management Effort
c/o Arther Burhr
325 Lexington Ave
New York, NY 10016

United States of America
c/o U.S. Attorney
100 Church St.
New York, NY 10007

United States Trustee
33 Whitehall
New York, NY 10004

Waldorf Catering
240 Washington Ave
Mount Vernon, NY 10553

Weiss, Leonard
481 Greenbriar Ct
Roslyn, NY 11576

Wizard Leasing, Inc.
59 Deep Woods Way
Ormond Beach, FL 32174

Wong, Ronald
30 Waterside Plaza
New York, NY 10010

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X

In re

Chapter 11

TIMES SQUARE ENTERPRISES, LLC,

Case No.

Debtor.

LOCAL RULE AFFIDAVIT

-----X

STATE OF NEW YORK)
) s.s.:
COUNTY OF NEW YORK)

Helen Lucas Liftig, being duly sworn, deposes and says as follows:

1. I am the Managing Member of Times Square Enterprises, LLC (the "Debtor").

2. The Debtor's primary asset is a three story micro-brewery restaurant doing business as the Times Square Brewery, located at 210 West 42nd Street, New York New York.

3. The Debtor's petition was triggered by a pending eviction action, and the Debtor's desire to preserve the value of its business, and to sell the restaurant forthwith under Bankruptcy Court jurisdiction, prior to further adverse action against the Debtor by the Debtor's landlord.

4. There is no prior pending bankruptcy case

5. No committee of creditors was previously appointed hereto.
6. The schedule of twenty (20) largest creditors excluding insiders is annexed to the petition.
7. The Debtor's secured creditors are set forth on Schedule D filed with the Petition.
8. The Debtor's assets consist of the goodwill of the Times Square Brewery restaurant, together with its real property lease and furniture fixtures and equipment, which the Debtor estimates to have a collective value of approximately \$3,000,000. The Debtor estimates that its liabilities consist of approximately \$880,000 of secured claims, approximately \$250,000 owed to the Debtor's landlord, and approximately \$2.6 million of other general unsecured claims.
9. The Debtor's equity owners include over one hundred members, none of whom owns more than approximately 3% of the Debtor's membership interests.
10. The Debtor leases real property located at 210 West 42nd Street, New York, New York.

11. The Debtor's assets are located at the aforementioned premises.

12. Upon information and belief, the pending lawsuits against the Debtor include the following: Boston Properties v. Times Square Enterprises, an eviction action, Centre Street Systems, Inc. v. 42nd Street Development, et al, a collection case, and Irving Haase & Co. Inc. v. Times Square Enterprises, a collection case.

13. The estimated monthly payroll for the 30 days following the filing of the Bankruptcy petition (excluding officers, directors, shareholders and partners) is approximately \$129,305.

14. The Debtors does not anticipate any payments to insiders in the 30 days following the filing of the Bankruptcy petition.

15. A schedule of estimated cash receipts and disbursements for the 30 days following the filing of the Bankruptcy petition is annexed hereto.

16. No shares of stock, debentures or other securities of the Debtor or any subsidiary of the Debtor are publicly held.

s/Helen Lucas Liftig

A handwritten signature in cursive script that reads "Helen Lucas Liftig".

Sworn to before me this
15th day of August 2005

s/ Mark Frankel
Notary Public

IN THE UNITED STATES BANKRUPTCY COURT
Southern District of New York

In the Matter of:

Times Square Enterprises, LLC

Debtor

}
}
}
}
}
}
}

No.

Chapter 11

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, Helen Lucas Liftig, declare under penalty of perjury that I am the Managing Member of Times Square Enterprises, LLC, and that the following is a true and correct copy of the resolutions adopted on the 15th day of August, 2005.

"Whereas, it is in the best interest of this company to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that Helen Lucas Liftig, Managing Member of this Company, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case on behalf of the company; and

Be It Further Resolved, that Helen Lucas Liftig, Managing Member of this company is authorized and directed to appear in all bankruptcy proceedings on behalf of the company, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the company in connection with such bankruptcy case, and

Be It Further Resolved, that Helen Lucas Liftig, Managing Member of this company is authorized and directed to employ the law firm of Backenroth Frankel & Krinsky, LLP to represent the company in such bankruptcy case."

Date August 15, 2005

Signed s/Helen Lucas Liftig
Helen Lucas Liftig
Managing Member



Resolution of Board of Directors
of
Times Square Enterprises, LLC

Whereas, it is in the best interest of this company to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that Helen Lucas Liftig, Managing Member of this Company, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case on behalf of the company; and

Be It Further Resolved, that Helen Lucas Liftig, Managing Member of this company is authorized and directed to appear in all bankruptcy proceedings on behalf of the company, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the company in connection with such bankruptcy case, and

Be It Further Resolved, that Helen Lucas Liftig, Managing Member of this company is authorized and directed to employ the law firm of Backenroth Frankel & Krinsky, LLP to represent the company in such bankruptcy case.